

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF:)	
)	
Roy D. Kessel,)	
)	
The Omicron Group, LLC and its)	
partners, members, officers, directors,)	File No. 1000395
agents, employees, affiliates, successors,)	
and assigns, and)	
)	
Capital Law Group, P.C. and its partners,)	
members, officers, directors, agents,)	
employees, affiliates, successors, and)	
assigns.)	
)	

ORDER OF PROHIBITION

TO THE RESPONDENTS:

- Roy D. Kessel
740 Silver Rock Lane
Buffalo Grove, IL 60089

- Roy D. Kessel
655 Deerfield Road, Suite 100
Deerfield, IL 60015

- Roy D. Kessel
3255 N. Arlington Heights Road, Suite 510
Arlington Heights, IL 60004

- The Omicron Group, LLC
1211 N. Miller Road, Suite 231
Scottsdale, AZ 85251

- The Omicron Group, LLC
3255 N. Arlington Heights Road, Suite 510
Arlington Heights, IL 60004

- Capital Law Group, P.C.
3255 N. Arlington Heights Road, Suite 510
Arlington Heights, IL 60004

Order of Prohibition

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WHEREAS, a Temporary Order of Prohibition was issued by the Illinois Secretary of State, on March 30, 2012, temporarily prohibiting the Respondents from offering or selling securities in the State of Illinois for a maximum period of ninety (90) days.

WHEREAS, pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the "Act"), the failure to request a hearing within thirty (30) calendar days of the entry of a Temporary Order of Prohibition shall constitute an admission of any facts alleged therein and constitute a sufficient basis to make the Temporary Order final.

WHEREAS, Respondents **Roy D. Kessel, The Omicron Group, LLC, and Capital Law Group, P.C.** have failed to request a hearing on the matters contained in the Temporary Order of Prohibition within thirty (30) calendar days of the entry of said Temporary Order and the Respondents are hereby deemed to have admitted the facts alleged in the said Temporary Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Findings of Fact contained in the said Temporary Order as the Secretary of State's Findings of Fact as follows:

FRAUD IN THE OFFER AND SALE OF SECURITIES

1. Respondent **Roy D. Kessel** ("Kessel") is an individual with last known addresses of 740 Silver Rock Lane, Buffalo Grove, IL 60089; 655 Deerfield Road, Suite 100, Deerfield, IL 60015; and 3255 N. Arlington Heights Road, Suite 510, Arlington Heights, IL 60004.
2. At all relevant times, Kessel was a managing member of **The Omicron Group, LLC** ("Omicron"). Omicron is an entity with last known addresses of 1211 N. Miller Road, Suite 231, Scottsdale, AZ 85251 and 3255 N. Arlington Heights Road, Suite 510, Arlington Heights, IL 60004.
3. Omicron purports to be a company that invests in "specialized trading platforms that are not available to the general public."
4. In addition to his management role with Omicron, at all relevant times, Kessel was a licensed attorney in the State of Illinois that served as a partner and control person of **Capital Law Group, P.C.** ("Capital Law Group"). Capital Law Group has a last known address of 3255 N. Arlington Heights Road, Suite 510, Arlington Heights, IL 60004.
5. Capital Law Group was to serve as the escrow agent for investment funds that were issued for investments in Omicron.
6. Beginning in 2007, Kessel, Omicron and Capital Law Group engaged in a fraudulent scheme that defrauded investors from across the United States and the international community. As a part of this scheme:

- a. **Kessel solicited investors to invest money in platforms and programs that purportedly traded in medium-term notes and bank debentures;**
 - b. **Omicron, through Kessel, promised investors an annual return of at least 15%. Investors were told that the total split of profits would be a 40% split for Omicron and a 60% split for the investor, with a 15% preferred return to be credited toward the investor's 60% split;**
 - c. **Omicron, through Kessel, told investors that the investment was a "principle risk-free investment," meaning that investor funds would be held in an escrow account at Capital Law Group and would not be released for any purpose;**
 - d. **Investors did not receive the promised 15% annual return on their investment. Instead, Omicron, fabricated returns through password-protected Internet accounts to lull investors into believing that Omicron was a profitable investment;**
 - e. **Omicron and Capital Law Group did not hold investor funds, but improperly released investor funds to others. Rather than using the investor funds as promised, Omicron and Capital Law Group, through Kessel, misappropriated the investor funds to pay themselves and invest in other fraudulent investment schemes;**
7. As a result of the fraudulent scheme described above, investors lost millions of dollars.
 8. Section 12.F of the Act states that it shall be a violation of the provisions of this Act for any person to, engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof.
 9. Section 12.G of the Act states that it shall be a violation of the provisions of this Act for any person to, "obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.
 10. Section 12.I of the Act states that it shall be a violation of the provisions of this Act for any person to, "employ any device, scheme, or artifice to defraud in connection with the sale or purchase of any security, directly or indirectly."

OFFER AND SALE OF UNREGISTERED SECURITIES

11. Section 5 of the Act provides, *inter alia*, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 “shall be registered either by coordination or qualification prior ... to their offer or sale” in the State of Illinois.
12. Kessel, both personally and as a managing member of Omicron, failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and, as a result, the securities were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
13. Furthermore, Kessel, both personally and as a managing member of Omicron, failed to file any notice filings with the Secretary of State claiming that the securities being offered were exempt from registration.
14. Section 12.A of the Act provides that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
15. Section 12.D of the Act provides, *inter alia*, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has adopted the Conclusions of Law contained in the said Temporary Order as the Secretary of State’s Conclusions of Law as follows:

1. The activities described above constitute the offer and sale of a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et. seq.*] (the “Act”).
2. Respondents **Roy D. Kessel, The Omicron Group, LLC, and Capital Law Group, P.C.** violated Sections 12.F, 12.G, and 12.I of the Act.
3. Additionally, Respondents **Roy D. Kessel and The Omicron Group, LLC** violated Sections 12.A and 12.D of the Act.
4. Respondents **Roy D. Kessel, The Omicron Group, LLC, and Capital Law Group, P.C.** and each of their partners, members, officers and directors, agents, employees, affiliates, successors and assigns are subject to, pursuant to Section 11.F of the Act, an Order which permanently prohibits them from offering or selling securities in the State of Illinois.

Order of Prohibition

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NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to Section 11.F of the Act, Respondents **Roy D. Kessel**, **The Omicron Group, LLC**, and **Capital Law Group**, and each of their partners, members, officers and directors, agents, employees, affiliates, successors and assigns are hereby **PROHIBITED** from offering or selling any securities in or from the State of Illinois.

Dated: This 2nd day of May, 2012.



JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, {735 ILCS 5/3-101 et seq.} and the Rules and Regulations of the Illinois Securities Act, {14 Ill. Admin. Code Ch. I, Section 130.1123}. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.

Attorney for the Secretary of State:

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